

Eagle Mountain, Utah

August 6, 2013

The City Council (the "Council") of Eagle Mountain City, Utah (the "City"), met in regular public session at the regular meeting place of the Council in Eagle Mountain City, Utah on August 6, 2013, at the hour of 7:00 p.m., with the following members of the Council being present:

Heather Jackson	Mayor
Donna Burnham	Councilmember
John Painter	Councilmember
Ryan Ireland	Councilmember
Richard Steinkopf	Councilmember
Nathan Ochsenhirt	Councilmember

Also present:

Ifo Pili	City Administrator
Fionnuala Kofoed	City Recorder

After the meeting had been duly called to order and after other matters not pertinent to this resolution had been discussed, the City Recorder presented to the Council a Certificate of Compliance with Open Meeting Law with respect to this August 6, 2013, meeting, a copy of which is attached hereto as Exhibit A.

The following resolution was then introduced in written form, was fully discussed, and pursuant to motion duly made by Councilmember _____ and seconded by Councilmember _____, was adopted by the following vote:

AYE:

NAY:

The resolution is as follows:

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF EAGLE MOUNTAIN CITY, UTAH (THE “ISSUER”), AUTHORIZING THE ISSUANCE AND SALE OF \$3,000,000 AGGREGATE PRINCIPAL AMOUNT OF SALES TAX REVENUE REFUNDING BONDS, SERIES 2013; FIXING THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF THE BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH THE BONDS MAY MATURE, THE MAXIMUM INTEREST RATE WHICH THE BONDS MAY BEAR, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE BONDS MAY BE SOLD; PROVIDING FOR THE PUBLICATION OF A NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED; PROVIDING FOR A PUBLIC HEARING AND THE RUNNING OF A CONTEST PERIOD; AUTHORIZING AND APPROVING THE EXECUTION OF A SUPPLEMENTAL INDENTURE, A BOND PURCHASE AGREEMENT, AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

WHEREAS, the City Council (the “Council”) of the Issuer desires to (a) refund the outstanding Eagle Mountain City, Utah Special Assessment Refunding Bonds, Series 2006 (Special Improvement District No. 2000-1) (the “Refunded Bonds”), (b) fund a debt service reserve fund, if necessary, and (c) pay costs of issuance with respect to the Series 2013 Bonds herein described; and

WHEREAS, to accomplish the purposes set forth in the preceding recital, and subject to the limitations set forth herein, the Issuer desires to issue its Sales Tax Revenue Refunding Bonds, Series 2013 (the “Series 2013 Bonds”) (to be issued from time to time as one or more series and with such other series or title designation(s) as may be determined by the Issuer), pursuant to (a) the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended and the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended (collectively, the “Act”), (b) this Resolution, and (c) a General Indenture of Trust (the “General Indenture”) and a Supplemental Indenture of Trust (the “Supplemental Indenture” and together with the General Indenture, the “Indenture”), each between the Issuer and a trustee. The Supplemental Indenture in substantially the form presented to the meeting at which this Resolution was adopted and is attached hereto as Exhibit B; and

WHEREAS, there has been presented to the Council at this meeting a form of a bond purchase agreement (the “Bond Purchase Agreement”), in substantially the form attached hereto as Exhibit C; to be entered into between the Issuer and the purchaser selected by the Issuer for the Series 2013 Bonds (the “Purchaser”), and

WHEREAS, in order to allow the Issuer (with the consultation and approval of the Issuer’s Financial Advisor, Lewis Young Robertson & Burningham, Inc. (the

“Financial Advisor”)) flexibility in setting the pricing date of the Series 2013 Bonds to optimize debt service savings to the Issuer, the Council desires to grant to the Mayor, the Mayor Pro Tem (collectively, the “Mayor”), the City Administrator (the “City Administrator”) or the Finance Director (the “Finance Director”) (collectively, the “Designated Officers”) of the Issuer the authority to approve the final interest rates, principal amounts, terms, maturities, redemption features, and purchase price at which the Series 2013 Bonds shall be sold, to select the Purchaser, and any changes with respect thereto from those terms which were before the Council at the time of adoption of this Resolution, provided such terms do not exceed the parameters set forth for such terms in this Resolution (the “Parameters”); and

WHEREAS, the Act provides that prior to issuing bonds, an issuing entity must (a) give notice of its intent to issue such Series 2013 Bonds and (b) hold a public hearing to receive input from the public with respect to (i) the issuance of the Series 2013 Bonds and (ii) the potential economic impact that the improvement, facility or property for which the Series 2013 Bonds pay all or part of the cost will have on the private sector; and

WHEREAS, the Issuer desires to call a public hearing for this purpose and to publish a notice of such hearing with respect to the Series 2013 Bonds, including a notice of bonds to be issued, in compliance with the Act.

NOW, THEREFORE, it is hereby resolved by the City Council of Eagle Mountain City, Utah, as follows:

Section 1. For the purpose of (a) refunding the Refunded Bonds, (c) funding a deposit to a debt service reserve fund, if necessary, and (d) paying costs of issuance of the Series 2013 Bonds, the Issuer hereby authorizes the issuance of the Series 2013 Bonds which shall be designated “Eagle Mountain City, Utah Sales Tax Revenue Refunding Bonds, Series 2013” (to be issued from time to time as one or more series and with such other series or title designation(s) as may be determined by the Issuer) in the aggregate principal amount of \$3,000,000. The Series 2013 Bonds shall mature in not more than eleven (11) years from their date or dates, shall be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof, shall bear interest at individual coupon rate or rates of not to exceed 4.00% per annum, as shall be approved by the Designated Officers, all within the Parameters set forth herein. The issuance of the Series 2013 Bonds shall be subject to the final approval of Bond Counsel and to the approval of the City Attorney for the Issuer.

Section 2. The final interest rate or rates for the Series 2013 Bonds shall be set by the Designated Officers, in consultation with the Financial Advisor, at the rate or rates which, taking into account the purchase price offered by the Purchaser of the Series 2013 Bonds, will in the opinion of the Designated Officers and the Financial Advisor, result in the lowest cost of funding reasonably achievable given the manner of offering the Series 2013 Bonds at the time of the sale of the Series 2013 Bonds and evidenced by the execution of the Bond Purchase Agreement.

Section 3. The Indenture and the Bond Purchase Agreement, in substantially the forms presented to this meeting and attached hereto as Exhibits B and C respectively, are hereby authorized, approved, and confirmed. The Mayor and the City Recorder are hereby authorized to execute and deliver the Indenture and the Bond Purchase Agreement, in substantially the forms and with substantially the content as the forms presented at this meeting for and on behalf of the Issuer, with final terms as may be established by the Designated Officers, in consultation with the Financial Advisor, within the Parameters set forth herein, and with such alterations, changes or additions as may be necessary or as may be authorized by Section 5 hereof. The Designated Officers are each hereby authorized to select the Purchaser and to specify and agree as to the final principal amounts, terms, discounts, maturities, interest rates, redemption features, and purchase price with respect to the Series 2013 Bonds for and on behalf of the Issuer, provided that such terms are within the Parameters set by this Resolution. The execution of the Bond Purchase Agreement by the Mayor shall evidence the Designated Officers' approval.

Section 4. The appropriate officials of the Issuer are authorized to make any alterations, changes or additions to the Indenture, the Series 2013 Bonds, the Bond Purchase Agreement or any other document herein authorized and approved which may be necessary to conform the same to the final terms of the Series 2013 Bonds (within the Parameters set by this Resolution), to conform to any applicable bond insurance or reserve instrument or to remove the same, to correct errors or omissions therein, to complete the same, to remove ambiguities therefrom, or to conform the same to other provisions of said instruments, to the provisions of this Resolution or any resolution adopted by the Council or the provisions of the laws of the State of Utah or the United States.

Section 5. The form, terms, and provisions of the Series 2013 Bonds and the provisions for the signatures, authentication, payment, registration, transfer, exchange, redemption, and number shall be as set forth in the Indenture. The Mayor and the City Recorder are hereby authorized and directed to execute and seal the Series 2013 Bonds and to deliver said Series 2013 Bonds to the Trustee for authentication. The signatures of the Mayor and the City Recorder may be by facsimile or manual execution.

Section 6. The appropriate officials of the Issuer are hereby authorized and directed to execute and deliver to the Trustee the written order of the Issuer for authentication and delivery of the Series 2013 Bonds in accordance with the provisions of the Indenture.

Section 7. Upon their issuance, the Series 2013 Bonds will constitute special limited Bonds of the Issuer payable solely from and to the extent of the sources set forth in the Series 2013 Bonds and the Indenture. No provision of this Resolution, the Indenture, the Series 2013 Bonds, or any other instrument, shall be construed as creating a general obligation of the Issuer, or of creating a general obligation of the State of Utah or any political subdivision thereof, or as incurring or creating a charge upon the general credit of the Issuer or its taxing powers.

Section 8. The appropriate officials of the Issuer, and each of them, are hereby authorized and directed to execute and deliver for and on behalf of the Issuer any

or all additional certificates, documents and other papers (including, without limitation, any escrow agreements or reserve instrument guaranty agreements permitted by the Indenture and any tax compliance procedures,) and to perform all other acts they may deem necessary or appropriate in order to implement and carry out the matters authorized in this Resolution and the documents authorized and approved herein.

Section 9. After the Series 2013 Bonds are delivered by the Trustee to the Purchaser, and upon receipt of payment therefor, this Resolution shall be and remain irrevocable until the principal of, premium, if any, and interest on the Series 2013 Bonds are deemed to have been duly discharged in accordance with the terms and provisions of the Indenture.

Section 10. The forms of Indenture, and Bond Purchase Agreement are hereby authorized and approved with such additions, modifications, deletions and changes thereto as may be deemed necessary or appropriate to correct errors or omissions therein, to remove ambiguities therefrom, to conform the same to other provisions of said instruments, to the provisions of this Resolution or any resolution adopted by the Issuer, or the provisions of the laws of the State of Utah or the United States, or to carry out, give effect to and consummate the transactions as contemplated by this Resolution, and approved by the Mayor, whose execution thereof on behalf of the Issuer shall conclusively establish such necessity, appropriateness and approval with respect to all such additions, modifications, deletions and changes incorporated therein.

Section 11. The Issuer shall hold a public hearing on September 3, 2013, to receive input from the public with respect to (a) the issuance of the Series 2013 Bonds, and (b) the potential economic impact that the Project to be refinanced with the proceeds of the Series 2013 Bonds will have on the private sector, which hearing date shall not be less than fourteen (14) days after notice of the public hearing is first published (i) once a week for two consecutive weeks in the Daily Herald, a newspaper of general circulation in the Issuer, (ii) on the Utah Public Notice Website created under Section 63F-1-701 Utah Code Annotated 1953, as amended, and (iii) on the Utah Legal Notices website (www.utahlegals.com) created under Section 45-1-101, Utah Code Annotated 1953, as amended. The City Recorder shall cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the Eagle Mountain City offices, for public examination during the regular business hours of the Issuer until at least thirty (30) days from and after the last date of publication thereof. The Issuer directs its officers and staff to publish a "Notice of Public Hearing and Bonds to be Issued" in substantially the following form:

NOTICE OF PUBLIC HEARING AND BONDS TO BE ISSUED

NOTICE IS HEREBY GIVEN pursuant to the provisions of the Local Government Bonding Act, Title 11, Chapter 14, Utah Code Annotated 1953, as amended and the Utah Refunding Bond Act, Title 11, Chapter 27, Utah Code Annotated 1953, as amended (collectively, the “Act”), that on August 6, 2013, the City Council (the “Council”) of Eagle Mountain City, Utah (the “Issuer”), adopted a resolution (the “Resolution”) in which it authorized the issuance of the Issuer’s Sales Tax Revenue Refunding Bonds, Series 2013 (the “Series 2013 Bonds”) (to be issued in one or more series from time to time and with such other series or title designation(s) as may be determined by the Issuer) and called a public hearing to receive input from the public with respect to (a) the issuance of the Series 2013 Bonds and (b) any potential economic impact that the Project described herein to be refinanced with the proceeds of the Series 2013 Bonds may have on the private sector.

TIME, PLACE AND LOCATION OF PUBLIC HEARING

The Issuer shall hold a public hearing on September 3, 2013, at the hour of 7:00 p.m. at 1650 East Stagecoach Run, Eagle Mountain, Utah. The purpose of the hearing is to receive input from the public with respect to (a) the issuance of the Series 2013 Bonds and (b) any potential economic impact that the Project to be refinanced with the proceeds of the Series 2013 Bonds may have on the private sector. All members of the public are invited to attend and participate.

PURPOSE FOR ISSUING THE SERIES 2013 BONDS

The Series 2013 Bonds will be issued for the purpose of (a) refunding all or a portion of the Eagle Mountain City, Utah Special Assessment Refunding Bonds, Series 2006 (Special Improvement District No. 2000-1) (the “Refunded Bonds”), (b) funding any required debt service reserve fund and (c) paying costs of issuance of the Series 2013 Bonds.

PARAMETERS OF THE SERIES 2013 BONDS

The Issuer intends to issue its Sales Tax Revenue Refunding, Series 2013, in the aggregate principal amount of not more than Three Million Dollars (\$3,000,000), to mature in not more than eleven (11) years from their date or dates, to be sold at a price not less than ninety-eight percent (98%) of the total principal amount thereof, and bearing interest at a rate or rates not to exceed 4.00% per annum. The Series 2013 Bonds are to be issued and sold by the Issuer pursuant to the Resolution, a General Indenture of Trust (the “General Indenture”), and a Supplemental Indenture of Trust (the “Supplemental Indenture” and collectively with the General Indenture, the “Indenture”) which Indenture was before the Council and attached to the Resolution in substantially final form at the time of the adoption of the Resolution and said Indenture is to be executed by the Issuer in such form and with such changes thereto as shall be approved by the Issuer; provided that the principal amount, interest rate or rates, maturity, and discount of the Series 2013 Bonds will not exceed the maximums set forth above.

EXCISE TAXES PROPOSED TO BE PLEDGED

The Issuer proposes to pledge 100% of the Local Sales and Use Tax revenues received by the Issuer pursuant to Title 59, Chapter 12, Part 2, Utah Code Annotated 1953, as amended, to the payment of the Series 2013 Bonds.

OUTSTANDING BONDS SECURED BY EXCISE TAXES

Other than the proposed Series 2013 Bonds, the Issuer currently has \$0 of bonds outstanding (the "Series 2013 Bonds") secured by the pledged the Issuer's Sales Tax revenues (as more fully described in the Indenture).

OTHER OUTSTANDING BONDS OF THE ISSUER

Additional information regarding the Issuer's outstanding bonds may be found in the Issuer's financial report (the "Financial Report") at: <http://auditor.utah.gov/lgReports.html>. For additional information, including any information more recent than as of the date of the Financial Report, please contact Paul Jerome at (801) 789-6606.

TOTAL ESTIMATED COST

Based on the Issuer's current plan of finance and a current estimate of interest rates, the total principal and interest cost of the Series 2013 Bonds, if held until maturity is \$2,473,333, an amount less than the debt service on the Refunded Bonds.

A copy of the Resolution and the Indenture are on file in the office of the Eagle Mountain City Recorder, 1650 East Stagecoach Run, Eagle Mountain, Utah, where they may be examined during regular business hours of the City from 7:30 a.m. to 5:30 p.m., Monday through Thursday, for a period of at least thirty (30) days from and after the date of publication of this notice.

NOTICE IS FURTHER GIVEN that a period of thirty (30) days from and after the date of the publication of this notice is provided by law during which (i) any person in interest shall have the right to contest the legality of the Resolution, the Indenture (as it pertains to the Series 2013 Bonds), or the Series 2013 Bonds, or any provision made for the security and payment of the Series 2013 Bonds, and that after such time, no one shall have any cause of action to contest the regularity, formality, or legality thereof for any cause whatsoever and (ii) registered voters within Eagle Mountain City, Utah may sign a written petition requesting an election to authorize the issuance of the Series 2013 Bonds. If written petitions which have been signed by at least 20% of the registered voters of Eagle Mountain City, Utah are filed with the Issuer during said 30-day period, the Issuer shall be required to hold an election to obtain voter authorization prior to the issuance of the Series 2013 Bonds. If fewer than 20% of the registered voters of Eagle Mountain City, Utah file a written petition during said 30-day period, the Issuer may proceed to issue the Series 2013 Bonds without an election.

DATED this August 6, 2013.

/s/ Fionnuala Kofoed
City Recorder

Section 12. The Issuer hereby reserves the right to opt not to issue the Series 2013 Bonds for any reason.

Section 13. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.

APPROVED AND ADOPTED this August 6, 2013.

(SEAL)

By: _____
Mayor

ATTEST:

By: _____
City Recorder

(Other business not pertinent to the foregoing appears in the minutes of the meeting.)

Upon the conclusion of all business on the Agenda, the meeting was adjourned.

(SEAL)

By: _____
Mayor

ATTEST:

By: _____
City Recorder

EXHIBIT A

CERTIFICATE OF COMPLIANCE WITH
OPEN MEETING LAW

I, Fionnuala Kofoed, the undersigned City Recorder of Eagle Mountain City, Utah (the "City"), do hereby certify, according to the records of the City in my official possession, and upon my own knowledge and belief, that in accordance with the requirements of Section 52-4-202, Utah Code Annotated, 1953, as amended, I gave not less than twenty-four (24) hours public notice of the agenda, date, time and place of the August 6, 2013, public meeting held by the City Council of the City (the "City Council") as follows:

(a) By causing a Notice, in the form attached hereto as Schedule 1, to be posted at the principal offices of the City on _____, 2013, at least twenty-four (24) hours prior to the convening of the meeting, said Notice having continuously remained so posted and available for public inspection until the completion of the meeting;

(b) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be delivered to the Daily Herald on _____, 2013, at least twenty-four (24) hours prior to the convening of the meeting; and

(c) By causing a copy of such Notice, in the form attached hereto as Schedule 1, to be posted on the Utah Public Notice Website (<http://pmn.utah.gov>) at least twenty-four (24) hours prior to the convening of the meeting.

In addition, the Notice of 2013 Annual Meeting Schedule for the City Council (attached hereto as Schedule 2) was given specifying the date, time, and place of the regular meetings of the City Council to be held during the year, by causing said Notice to be (a) posted on _____, at the principal office of the City Council, (b) provided to at least one newspaper of general circulation within the City on _____, and (c) published on the Utah Public Notice Website (<http://pmn.utah.gov>) during the current calendar year.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature this August 6, 2013.

(SEAL)

By: _____
City Recorder

SCHEDULE 1

NOTICE OF MEETING

SCHEDULE 2
ANNUAL MEETING SCHEDULE

(attach Proof of Publication of
Notice of Bonds to be Issued)

EXHIBIT B

FORM OF INDENTURE

(See Transcript Document No. __)

EXHIBIT C

FORM OF BOND PURCHASE AGREEMENT

(See Transcript Document No. __)